

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

FILED 11 FEB 10

In the Matter of the Arbitration Proceedings between)	U.S. DISTRICT COURT
)	DISTRICT OF MASSACHUSETTS
JOHN HANCOCK LIFE INSURANCE COMPANY,)	
Petitioner,)	
)	Civil Action No.:
and)	04-10181MLW
)	
SPHERE DRAKE INSURANCE LIMITED,)	
Respondent)	
)	
)	

**MOTION OF RESPONDENT SPHERE DRAKE INSURANCE LIMITED
TO DISMISS OR IN THE ALTERNATIVE STAY THE VERIFIED AMENDED
PETITION OF JOHN HANCOCK LIFE INSURANCE COMPANY TO
COMPEL ARBITRATION PROCEEDINGS**

Respondent Sphere Drake Insurance Limited ("Sphere Drake") respectfully moves this Court to dismiss or in the alternative stay the Verified Amended Petition of John Hancock Life Insurance Company to Compel Arbitration Proceedings. As grounds for this Motion, Sphere Drake says that there is no evidence, documentary, testimonial or otherwise, to suggest that the parties ever agreed or intended that arbitration of the contracts at issue in this matter would take place in Massachusetts.

Furthermore, the doctrine of international abstention warrants dismissing or staying this action. Currently pending in England is Sphere Drake's demand for arbitration of these very same contracts. The negotiations of these contracts occurred in England and all of the key witnesses reside in England, beyond the jurisdiction of this Court. Unlike this Court, the English Commercial Court presiding over Sphere Drake's pending claim has the power to determine the situs of the arbitration having regard to the parties' agreement and all the relevant circumstances.

Accordingly, Sphere Drake respectfully requests that this Court abstain from exercising its jurisdiction over this matter and allow the English court to determine the situs of the arbitration.

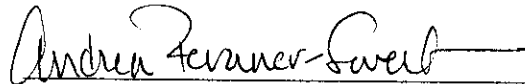
As further grounds for this Motion, Sphere Drake relies upon its Memorandum of Law in Support of its Motion To Dismiss or Stay John Hancock's Verified Amended Petition To Compel Arbitration Proceedings and the Supplemental Affidavit of Raymond Gordon Bell filed herewith, and the Affidavit of Raymond Gordon Bell, which Sphere Drake submitted with its initial Motion to Dismiss or Stay John Hancock's original Petition To Compel Arbitration Proceedings.

REQUEST FOR ORAL ARGUMENT

Pursuant to L. R. 7.1(D), Sphere Drake respectfully requests that this Court hold oral argument on Sphere Drake's Motion To Dismiss Or In The Alternative Stay John Hancock Life Insurance Company's Motion To Compel Arbitration Proceedings. Sphere Drake believes oral argument will assist the Court in ruling on the pending motion.

SPHERE DRAKE INSURANCE LIMITED

By its attorneys,



Andrea Peraner-Sweet (BBO#550515)

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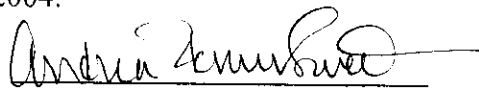
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CERTIFICATE OF SERVICE

I, Andrea Peraner-Sweet, hereby certify that a copy of this document was served upon all counsel of record by hand on February 11, 2004.

A handwritten signature in black ink, appearing to read "Andrea Peraner-Sweet", written over a horizontal line.

Andrea Peraner-Sweet